FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs. FCC Use Only (File Number)

Application for Authorization in the Microwave Services

Parts 74 and 101

FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Assoc	iated FCC Fc	rm 159	\$	

APPLICANT

ALL EIGHT				
1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc.	2. Voice T	elephone Number		
See Section II.C and Section VII.D	(508)	870-6700		
3. Assumed Name Used for Doing Business (if any)	FaxTelephone Number			
	(508)	898-1953		
5. Mailing Address, Street or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION: Paul Kuzia				
6. City	7. State	8. Zip Code		
Westborough	MA	01581		
9. E-mail or Internet Address	10. Taxpayer Identification Number			
	31-1358569			
11. Name of Contact Representative (if other than applicant)	12. Voice Telephone Number			
Kathryn Zachem, Esq.	(202)	783-4141		
13. Contact Representative Firm or Company Name	14. FaxTele	ephone Number		
Wilkinson, Barker, Knauer & Quinn, LLP	Wilkinson, Barker, Knauer & Quinn, LLP (202) 783-5851			
15. Mailing Address, Street or P.O. Box				
2300 N Street, N.W., Suite 700				
16. City	17. State	18. Zip Code		
Washington	DC	20037		

CLASSIFICATION OF FILING

19.	Type of Applicant (C) Individual	<u>P</u> artnership	<u>C</u> orporation	Uninco	orporated A	ssoc	ciatio	on	<u>G</u>	overnmental Entit
20.	Does applicant qualify as a Non-Commercial	Educational Broadcaster?				(N)	<u>Y</u> es	No	
21.	If this filing is an Amendment to a pending app File number of Pending application:	olication: N/A Receipt D	ate:			Sec	tion	ibility I		23. Service Type Code OFS
24.	Does this filing propose a waiver or exception "if "yes", attach exhibit explaining circumstances.	to the Commission's Rules'	See S	Section)	Υes		
25.	Does this filing pose potential interference to 0 "If "yes", attach exhibit explaining circumstances.	Geostationary Satellite Oper	ation?			(N)	<u>Y</u> es	<u>N</u> o	
26.	Is notification to the National Radio Astronomy If "Yes", provide date of notification:	Observatory required?				(N)	Υes	<u>N</u> o	

	ADIV	MINIO I KA	TIVE INFURIMANT	JN			
28. The purpose of this filing is to:	, –	request a		or a new station (all) cation of an existing licen r modification (Private ar	, ,		
request authorization for modification of an existing licensed station (all) request authorization for a minor modification (Private and Common Carrier) request authorization to renew an existing licensed station (all) request authorization to reinstate an expired licensed station (all) request authorization to reinstate an expired licensed station (all) request a full assignment of a radio station authorization (Private) request authorization of a developmental station (Private and Common Carrier) request authorization for transfer of control (Private) request authorization to convert from Private to Common Carrier (Common Carrier) request authorization to a pending application (all)							
29. If this filing is for modification	of an existing licensed station,	, or is for a	partial assignment of a	uthorization, specifically	describe changes requested.		
30. Number of associated applicat	ions filed as a system.		31. FCC File Number	rs of associated applicati	ons filed as a system, if known		
N	/A			N/A			
32. Type of MAS Operation	Two-way master-remote		neter reader	33. Requested Au	thorization Expiration Date		
() N/A	One-way outbound One-way Inbound		uency operation master operation	N/	A		
	••		·	Month	Day		
	POINT OF COM	NTACT EC	OR TECHNICAL OF	PERATIONS			

34. Mailing address street or geographical description		35. Voice Telephone Number
1800 West Park Drive		508-870-6700
36. City	37. State	38. Zip code
Westborough	Massachusetts	01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control?	(N) Yes No		
44. Is each station named in item 27 of this filing constructed and operational?	(Y) <u>Y</u> es <u>N</u> o		
45. Name of Transferee			
New Shareholders of Arch Communications Group, I	nc.		
46. Transferee's Mailing Address, Street			
1800 West Park Drive, Suite 250			
47.City	48. State	49. Zip code	
Westborough	MA	01581	

ENVIRONMENTAL POLICY					
50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?		(N)	⊻es	<u>N</u> o
If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.					
FOREIGN GOVERNMENT REPRESENTATION	ON				
51. Is the applicant a foreign government or the representative of any foreign government?		(N)	<u>Y</u> es	<u>N</u> o
COMMON CARRIER APPLICANTS - ALIEN OWN	ERSHIP				
52. Is the applicant an alien or the representative of an alien?*		(N)	Υes	<u>N</u> o
53. Is the applicant a corporation organized under the laws of any foreign government?*		(N)	<u>Y</u> es	<u>N</u> o
54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-stock is owned of record or voted by aliens or their representatives or by a foreign government thereof or by any corporation organized under the laws of a foreign country?*		(N)	<u>Y</u> es	<u>N</u> o
55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any of one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned by aliens, their representatives, or by a foreign government or representative thereof. or by any corp under the laws of a foreign country?	of record or voted	(N)	<u>Y</u> es	<u>N</u> o
If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.					
*If yes, attach exhibit explaining circumstances.					
BASIC QUALIFICATIONS (To be completed by Private Operational Fixed and Common Car	rier applicants only.)				
56. Has the applicant or any party to this application or amendment had any FCC station authorization, licen permit revoked or had any application for an initial, modification or renewal of FCC station authorization permit denied by the Commission?* See Section II.B		(N)	<u>Y</u> es	<u>N</u> o
57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*				<u>Y</u> es	<u>N</u> o
58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the a unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or is control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means of competition?*	ndirectly, through	(N)	<u>Y</u> es	<u>N</u> o
59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?*				<u>Y</u> es	<u>N</u> o
60. Is this a Common Carrier corporation? If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 if filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiary and addresses of the officers and directors of the applicant as well as any controlling corporations if this information is confile with the Commission, this additional exhibit is not required with this filing. See Section VII. Description of the control	eficiaries. Also list the urrently up to date and	(Y)	<u>Y</u> es	<u>N</u> o
* If "yes", attach exhibit explaining circumstances.					
CERTIFICATION					
The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic special because of the previous use of the same, whether by license or otherwise, and requests an authorization that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or dis exhibits are a material part hereof and are incorporated herein as if set out in full in this application. To certifies that all statements made in this application and in all attached exhibits are true, complete and commade in good faith. *See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes	in accordance with this a t, that includes FCC bentribution of a controlled s the undersigned, individu	application nefits, purs substance. ually and fo	. The uant t All st or the	applicar o Sectio atement applicar	nt certifies in 5301 of is made in int, hereby
61. Typed Name of Person Signing	62. TitleExecutive	Vice	Dres	si dent	
Paul H. Kuzia	Technolog				
63. Signature		4. Date	"	2 6	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY	FINE AND/OR IME				
Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR C Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).					

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB 3060-0127 See below for public burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

- 1. The present licensee completes the information requested below.
- 2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
- 3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms	Commission Rules
FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone	e 47 CFR Part 90
Service Authorization	
FCC Form 415 - Application for Station Authorization in the Microwave Services	47 CFR Part 101
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services	47 CFR Part 87
FCC Form 503 - Application for Land Radio Station License in the Maritime Services	47 CFR Part 80

CURRENT AUTHORIZATION							
Radio Service	Licensee Name and Station Location						
Private Operational Fixed Microwave	Westlink Licensee Corporation 1800 West Park Drive, Suite 250						
Call Sign	Westborough, MA 01581						
See Exhibit 1	nesessitagii, iii sissi						

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.

shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable)
Existing Shareholders of Arch
Communications Group, Inc.

Assignor's Signature and Date

AUG 2 6 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

EXHIBIT 1 PAGE 1 OF 1

WESTLINK LICENSEE CORPORATION

CALL SIGN	RADIO SERVICE	CODE	PART
KEZ49	Private Operational Fixed Microwave Service	OFS	101

FCC 415 Main Form

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs. FCC Use Only (File Number)

Application for Authorization in the Microwave Services

Parts 74 and 101

FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Assoc	ciated FCC Fo	rm 159	\$	

APPLICANT

	elephone Number			
5081 9	Voice Telephone Number			
1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc. See Section II.C and Section VII.D (508) 870-6700				
4. Fax Telephone Number				
508) 8	898-1953			
7. State	8. Zip Code			
IA.	01581			
10. Taxpayer Identification Number				
31-1358569				
12. Voice Te	elephone Number			
(202) 783-4141				
14. FaxTelephone Number				
202)	783-5851			
7. State	18. Zip Code			
C	20037			
	7. State A 0. Taxpaye 1 – 1 3 5 8 2. Voice Te 2 0 2) 4. FaxTele 2 0 2) 7. State			

CLASSIFICATION OF FILING

19.	Type of Applicant (C) Individual	<u>P</u> artnership	<u>C</u> orporation	Unincorporated Associa	tion	Governmental Entity
20.	Does applicant qualify as a Non-Commercial E	ducational Broadcaster	?	(N) Yes No	
21.	If this filing is an Amendment to a pending applifile number of	ication: N/A		22. El Sectio	igibility Rule n	23. Service Type Code
	Pending application:	Receipt	t Date:	101	.601	OFS
24.	Does this filing propose a waiver or exception to "If "yes", attach exhibit explaining circumstances.	the Commission's Rul	es? See Se	ction II.F (Y) Yes No	
25.	Does this filing pose potential interference to G "if "yes", attach exhibit explaining circumstances.	eostationary Satellite Op	peration?	(N) Yes No	
26.	Is notification to the National Radio Astronomy If "Yes", provide date of notification:	Observatory required?		(N	Yes No	

27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: See Exhibit

Δ	DI	4 I N	IIST	RΔ	TIVI	= IN	FO	RM.	ΔΤ	ION	
_	Un	1111		\sim		_ 114					

28. The purpose of this filing is to: A						
ecifically describe changes requested.						
applications filed as a system, if known						
N/A						
ested Authorization Expiration Date ${ m N/A}$						
Day						
_						

34. Mailing address street or geographical description		35. Voice Telephone Number
1800 West Park Drive		508-870-6700
36. City	37. State	38. Zip code
Westborough	Massachusetts	01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control?	(N) <u>Y</u> es <u>N</u> o			
44. Is each station named in item 27 of this filing constructed and operational?	(Y) <u>Y</u> es <u>N</u> o			
45. Name of Transferee				
New Shareholders of Arch Communications Group, Inc.				
46. Transferee's Mailing Address, Street				
1800 West Park Drive, Suite 250				
47.City	48. State	49. Zip code		
Westborough	MA	01581		

C-11/11			POLICY
-NVII	K INIM	FNIAI	P() IL. I

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?		(N))	<u>Y</u> es	<u>N</u> o
If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.		·			
FOREIGN GOVERNMENT REPRESENTATIO	ON				
51. Is the applicant a foreign government or the representative of any foreign government?		(N)	<u>Y</u> es	<u>N</u> o
COMMON CARRIER APPLICANTS - ALIEN OWN	ERSHIP				
52. Is the applicant an alien or the representative of an alien?*		(N)	<u>Y</u> es	<u>N</u> o
53. Is the applicant a corporation organized under the laws of any foreign government?*		(N)	<u>Y</u> es	<u>N</u> o
54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-f stock is owned of record or voted by aliens or their representatives or by a foreign government thereof or by any corporation organized under the laws of a foreign country?*	· · · · · · · · · · · · · · · · · · ·	(N)	Yes	<u>N</u> o
55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any of one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned by aliens, their representatives, or by a foreign government or representative thereof or by any corp under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	of record or voted	(N)	<u>Y</u> es	<u>N</u> o
*If yes, attach exhibit explaining circumstances.		, <u>.</u>			
BASIC QUALIFICATIONS					
(To be completed by Private Operational Fixed and Common Car	rier applicants only.)				
56. Has the applicant or any party to this application or amendment had any FCC station authorization, licen permit revoked or had any application for an initial, modification or renewal of FCC station authorization permit denied by the Commission?* See Section II.B		(N)	<u>Y</u> es	<u>N</u> o
57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly applicant ever been convicted of a felony by any state or federal court?*	tly controlling the	(N)	<u>Y</u> es	<u>N</u> o
58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the a unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or in control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means of competition?*	ndirectly, through	(N)	Yes	<u>N</u> o
59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in ar referred to in the preceding two items?*	ny pending matter	(N)	<u>Y</u> es	<u>N</u> o
60. Is this a Common Carrier corporation?					
If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 p filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of ben names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is confile with the Commission, this additional exhibit is not required with this filing. See Section VII.D	eficiaries. Also list the	(Y)	<u>Y</u> es	<u>N</u> o
* If "yes", attach exhibit explaining circumstances.					
CERTIFICATION					
The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic speciol because of the previous use of the same, whether by license or otherwise, and requests an authorization that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or dis exhibits are a material part hereof and are incorporated herein as if set out in full in this application. To certifies that all statements made in this application and in all attached exhibits are true complete and cormade in good faith. *See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	in accordance with this t, that includes FCC be tribution of a controlled he undersigned, indivi	s application enefits, purs I substance. dually and f	. The uant i All st or the	applican to Section tatements applican	nt certifies n 5301 of s made in nt, hereby
61. Typed Name of Person Signing	62. TitleExecutive	e Vice D	rest	dent	
Paul H. Kuzia	Technolog				Affairs
63. Signature		64. Date			_
- Club X XIIII		A	UG	26 19	998
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR C Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	FINE AND/OR INCONSTRUCTION F	IPRISONI PERMIT (L	VIEN I.S. (T (U.S. Code, 1	Code, itle 47,

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB 3060-0127 See below for public burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

- 1. The present licensee completes the information requested below.
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R	adio Service App	olication Forms	Commissi	ion R	ules
	FCC Form 600 -	Application for Mobile Radio Service Authorization or Rural Radiotelephone	47 CFR	Part	90
e:		Service Authorization			
	FCC Form 415 -	Application for Station Authorization in the Microwave Services	47 CFR	Part	101
	FCC Form 406 -	Application for Ground Station Authorization in the Aviation Services	47 CFR	Part	87
	FCC Form 503 -	Application for Land Radio Station License in the Maritime Services	47 CFR	Part	80

CURRENT AUTHORIZATION						
Radio Service	Licensee Name and Station Location					
Private Operational Fixed Microwave	Arch Connecticut Valley, Inc. -1800 West Park Drive, Suite 250					
Call Sign	Westborough, MA 01581					
See Exhibit 1						

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.

shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable)
Existing Shareholders of Arch
Communications Group, Inc.

Assignor's Signature and Date

AUG 2 6 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

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Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

EXHIBIT 1 PAGE 1 OF 1

ARCH CONNECTICUT VALLEY, INC.

CALL SIGN	RADIO SERVICE	CODE	PART
WNTF824	Private Operational Fixed Microwave Service	OFS	101

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs. FCC Use Only (File Number)

FEE Use Only

Application for Authorization in the Microwave Services

Parts 74 and 101

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Assoc	iated FCC Fo	rm 159	\$	

APPLICANT

1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc.	2. Voice T	elephone Number		
See Section II.C and Section VII.D	(508) 870-6700			
3. Assumed Name Used for Doing Business (if any)	4. FaxTel	ephone Number		
·	(508)	898-1953		
5. Mailing Address, Street or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION: Paul Kuzia				
6. City	7. State	8. Zip Code		
Westborough	MA	01581		
9. E-mail or Internet Address	10. Тахрау	er Identification Number		
	31-135	8569		
11. Name of Contact Representative (if other than applicant)	12. Voice T	elephone Number		
Kathryn Zachem, Esq.	(202)	783-4141		
13. Contact Representative Firm or Company Name	14. FaxTel	ephone Number		
Wilkinson, Barker, Knauer & Quinn, LLP	(202)	783-5851		
15. Mailing Address, Street or P.O. Box				
2300 N Street, N.W., Suite 700				
16. City	17. State	18. Zip Code		
Washington	DC	20037		

CLASSIFICATION OF FILING

19.	Type of Applicant	(C)	Individual	<u>P</u> artnership	<u>C</u> orporation	Uninc	orporated ¿	<u>A</u> ssoc	iation		<u>G</u>	overnmental Entity
20.	Does applicant qualify	asal	Von-	Commercial Edu	ucational Broadcaster?				(N) :	es_	<u>N</u> o	
21.	If this filing is an Ame File number of	ndmen	t to a	a pending applic	ation: N/A				22. Sec	Eligib tion	ility I	Rule	23. Service Type Code
	Pending application	1:			Receipt	Date:			10	1.6	01		OFS
24.	Does this filing propos "If "yes", attach exhibit			•	the Commission's Rule	See	Section	II.F	(Y))	es_	Νο	
25.	Does this filing pose p				ostationary Satellite Ope	eration?			(N) :	es_	Ν̈́ο	
26.	Is notification to the N If "Yes", provide of				bservatory required?				(N))	es_	No	

27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: See Exhibit

		AU					
28. The purpose of this filing is	s to:	<u>A</u>	request an initial authorization	for a new station (all)			
		B	request authorization for modification of an existing licensed station (all)				
Н)	CIDIHIFIGIH	request authorization for a mi	•	•		
X 11	,	F	request authorization to renev request authorization to reinst	•	, ,		
			request authorization to remst		` '		
		Ğ	request authorization of a dev				
Enter one or more letters that one control of this file.	•	H	request authorization for trans	fer of control (Private)			
describes the purpose of this in	ııı ığ.	į.	request authorization to conve		Carrier (Common Carrier)		
		ñ	request amendment to a pend	ing application (all)			
29. If this filing is for modificat	ion of an existing	licensed station	n, or is for a partial assignment o ${ m N/A}$	f authorization, specifically	describe changes requested.		
29. If this filing is for modificat	ion of an existing	licensed station		f authorization, specifically	describe changes requested.		
			N/A		describe changes requested. ons filed as a system, if known		
			N/A				
30. Number of associated app	lications filed as a	a system.	N/A 31. FCC File Numl Mobile meter reader	pers of associated applicati ${ m N/A}$			
29. If this filing is for modificat 30. Number of associated app 32. Type of MAS Operation () N/A	lications filed as ϵ	a system. ster-remote bound	N/A 31. FCC File Numl	pers of associated applicati ${ m N/A}$	ons filed as a system, if known thorization Expiration Date		

34. Mailing address street or geographical description		35. Voice Telephone Number
1800 West Park Drive		508-870-6700
36. City	37. State	38. Zip code
Westborough	Massachusetts	01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control?	(N) <u>Y</u> es <u>N</u> o	
44. Is each station named in item 27 of this filing constructed and operational?	(Y) <u>Y</u> es <u>N</u> o	
45. Name of Transferee		
New Shareholders of Arch Communications Group,	Inc.	
46. Transferee's Mailing Address, Street		
1800 West Park Drive, Suite 250		
47.City	48. State	49. Zip code
Westborough	MA	01581

FN\	/IROI	MEN	ITAL	POL	ICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?		(N)	<u>Y</u> es	<u>N</u> o
*f "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.					
FOREIGN GOVERNMENT REPRESENTATION	N				
51. Is the applicant a foreign government or the representative of any foreign government?		(N)	Υes	<u>N</u> o
COMMON CARRIER APPLICANTS - ALIEN OWNE	RSHIP				
52. Is the applicant an alien or the representative of an alien?*		(N)	<u>Y</u> es	<u>N</u> o
53. Is the applicant a corporation organized under the laws of any foreign government?*		(N)	<u>Y</u> es	<u>N</u> o
54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fit stock is owned of record or voted by aliens or their representatives or by a foreign government of thereof or by any corporation organized under the laws of a foreign country?*	•	(N)	<u>Y</u> es	<u>N</u> o
55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any offi one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned o by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation the laws of a foreign country?	f record or voted	(N)	<u>Y</u> es	<u>N</u> o
If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.					
*If yes, attach exhibit explaining circumstances.					
BASIC QUALIFICATIONS (To be completed by Private Operational Fixed and Common Carri	er applicants only.)				
56. Has the applicant or any party to this application or amendment had any FCC station authorization, licens permit revoked or had any application for an initial, modification or renewal of FCC station authorization permit denied by the Commission?* See Section II.B		(N)	<u>Y</u> es	<u>N</u> o
57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly applicant ever been convicted of a felony by any state or federal court?*	y controlling the	(N)	<u>Y</u> es	<u>N</u> o
58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the ap unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or incontrol of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or of competition?*	directly, through	(N)	<u>Y</u> es	<u>N</u> o
59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any referred to in the preceding two items?*	pending matter	(N)	<u>Y</u> es	<u>N</u> o
60. Is this a Common Carrier corporation? If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 per filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of benefinames and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently on file with the Commission, this additional exhibit is not required with this filing. See Section VII.D	iciaries. Also list the	(Y)	<u>Y</u> es	<u>N</u> o
* If "yes", attach exhibit explaining circumstances.					
CERTIFICATION					
The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spection because of the previous use of the same, whether by license or otherwise, and requests an authorization in that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or district exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The certifies that all statements made in this application and in all attached exhibits are true complete and corresponded in good faith.	n accordance with the that includes FCC libution of a controlle e undersigned, indi	nis application benefits, pursed substance vidually and f	n. The suant to . All sta or the	applican o Section atements applican	t certifies n 5301 o s made in it, hereby
*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.					-
61. Typed Name of Person Signing Paul H. Kuzia	62. Title _{Executi}				
	Techno	logy and	Regu	ılatoı	cy Aff
63. Signature		64. Date	AUG	26	1998
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY					

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0127 See below for public burden estimate

ASSIGNMENT OF AUTHORIZATION

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

- 1. The present licensee completes the information requested below.
- 2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
- 3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms	Commission Rules
FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone	e 47 CFR Part 90
Service Authorization	
FCC Form 415 - Application for Station Authorization in the Microwave Services	47 CFR Part 101
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services	47 CFR Part 87
FCC Form 503 - Application for Land Radio Station License in the Maritime Services	47 CFR Part 80

CURRENT AUTHORIZATION							
Radio Service	Licensee Name and Station Location						
Private Operational Fixed Microwave	Arch Paging, Inc. 1800 West Park Drive, Suite 250						
Call Sign	Westborough, MA 01581						
See Exhibit 1	westborough, MA 01561						

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.

shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable)
Existing Shareholders of Arch
Communications Group, Inc.

Assignor's Signature and Date

AUG 2 6 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

EXHIBIT 1 PAGE 1 OF 1

ARCH PAGING, INC.

CALL SIGN	RADIO SERVICE	CODE	PART
WNES202	Private Operational Fixed Microwave Service	OFS	101
WNES203	Private Operational Fixed Microwave Service	OFS	101
WNES204	Private Operational Fixed Microwave Service	OFS	101
WNTF871	Private Operational Fixed Microwave Service	OFS	101